

# **EXHIBIT 1**

**Exhibit 1 to the Proposed Pretrial Order**

**STATEMENT OF FACTS THAT ARE ADMITTED  
AND REQUIRE NO PROOF**

1. Student Finance Corporation ("SFC") is a corporation that was located in New Castle, Delaware. Student Finance Corporation has been in bankruptcy since June 5, 2002. Charles A. Stanziale, Jr. was appointed Chapter 7 Trustee of SFC.
2. From the time it was formed in 1992 until its bankruptcy in 2002, SFC was in the business of making or originating loans to students at vocational schools (principally truck driving schools) and purchasing loans made directly by vocational schools to students.
3. Pepper Hamilton LLP ("Pepper") is a law firm with its principal office in Philadelphia, Pennsylvania. Pepper also has an office in Wilmington, Delaware. Pepper represented SFC in various matters from 1996 through April 2002.
4. W. Roderick Gagné ("Roderick Gagné") is a partner in the Pepper law firm and has been since 1996. Roderick Gagné office is in Pepper's Philadelphia office. Roderick Gagné represented SFC in various matters from approximately 1994 through April 2002.
5. Maria DeCarlo, an employee of Pepper, was an Assistant Secretary of SFC from 1998 until her resignation from that position in May 2002.
6. Pepper and Roderick Gagné represented Andrew Yao, the President of SFC, and his wife Lore Yao, with respect to several matters.
7. Pepper and Roderick Gagné formed Student Loan Servicing and Student Marketing Services, affiliates of SFC, and represented them in several matters.
8. Roderick Gagné is a trustee of the Elizabeth B. Brennan Trust, the Elizabeth B. Brennan Trust #2 f/b/o Elizabeth L. Gagné, the Elizabeth B. Brennan Trust #2 f/b/o Philip B. Gagné, the James T. Brennan Trust f/b/o Elizabeth L. Gagné, the James T. Brennan Trust f/b/o

Philip B. Gagné, and the James T. Brennan Trust f/b/o W. Roderick Gagné, and a beneficiary of the last trust. These trusts are referred to as the Brennan Trusts.

9. Pepper and Roderick Gagné represented the Brennan Trusts in various matters.

10. Certain of the Brennan Trusts, Pamela Gagné (Gagné's wife), and Robert Bast (Gagné's uncle) were shareholders of SFC from February 2000 until January 2001.

11. CEC Partnership L.P. changed its name to Premier Education Group, L.P. on or about October 4, 2001.

12. CEC G.P., Inc. changed its name to Premier Education Group G.P., Inc. on or about October 4, 2001.